

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WISCONSIN
GREEN BAY DIVISION**

**Appvion, Inc. Retirement Savings and
Employee Stock Ownership Plan,**

Plaintiff,

v.

Case No. 18cv1861

Buth *et al.*

Defendants.

**JOINT STIPULATION FOR MOTION TO EXTEND THE TIME TO FILE
RESPONSIVE PLEADINGS**

Plaintiff Appvion, Inc., Retirement Savings and Employee Stock Ownership Plan, by and through Grant Lyon in his capacity as the ESOP Administrative Committee of Appvion, Inc., by counsel, and Defendants Stout Risius Ross, Inc., and Stout Risius Ross, LLC, Robert and Lynn Socol, Aziz El-Tahch and Ayelish M. McGarvey, and Scott and Debora Levine, by Groom Law Group by Lars C. Golumbic and Kara Petteway Wheatley; Defendants Reliance Trust Company, Howard and Wendy Kaplan, Stephen and Jane Doe Martin; and David and Jane Doe Williams by Bryan Cave by Jeff Russell; Defendant State Street Bank and Trust Company, Kelly Driscoll, and Syndey Marzeotti by Goodwin Procter by James Fleckner and Gabrielle Gould; and Defendants Houlihan Lokey and Louis and Rosemary Paone by their counsel McDermott Will & Emery LLP, by Ted Becker and J. Christian Nemeth, and Defendant Argent Trust Company by Keating

Muething & Klekamp PLL, by Michael L. Scheier and Brian P. Muething hereby stipulate and agree as follows:

1. Plaintiff Appvion, Inc., Retirement Savings and Employee Stock Ownership Plan, by and through Grant Lyon in his capacity as the ESOP Administrative Committee of Appvion, Inc., filed the Complaint in this matter on November 26, 2018.

2. There are over fifty defendants named in the Complaint. Summonses for each of the defendants were issued November 27 and 28, 2018. Summonses were served on defendants beginning November 28, 2018. Pursuant to Rule 12(a)(1)(A)(i) and (b), Fed. R. Civ. P., the time for serving a responsive pleading or motion is 21 days after being served with the summons and complaint.

3. Defendants Robert and Lynn Socol (“Socols”) were served with a summons and copy of the Complaint on December 1, 2018.

4. Groom Law Group was retained to represent the Socols and Defendants Stout Risius Ross, Inc., and Stout Risius Ross, LLC; Aziz El-Tahch and Ayelish M. McGarvey; and Scott and Debora Levine (collectively, “SRR Defendants”) and was authorized by each of the SRR Defendants, individually, to accept service of the summons and Complaint on their behalf.

5. On or around November 30, 2018, counsel for the SRR Defendants contacted Plaintiff’s counsel and agreed to accept service for all SRR Defendants in exchange for an extension of the time to answer, to move, or otherwise to respond to the Complaint to January 28, 2019.

6. Defendant Reliance Trust Company was served with a summons and copies of the Complaint on November 29, 2018.

7. Stephen and Jane Doe Martin (“Martins”) were served with summonses and copies of the Complaint on November 29, 2018.

8. Bryan Cave was retained to represent Defendants Reliance Trust Company, the Martins, David and Jane Doe Williams, and Howard and Wendy Kaplan, (collectively, the “Reliance Defendants”) and was authorized by each of the Reliance Defendants, individually, to accept service of the summons and Complaint on their behalf.

9. On or around December 1, 2018, counsel for the Reliance Defendants contacted Plaintiff’s counsel and agreed to accept service for any Reliance Defendants who had not been personally served and requested an extension of the time to answer, to move, or otherwise to respond to the Complaint to January 28, 2019.

10. Defendant State Street Bank and Trust Company (“State Street”) was served on November 29, 2018, with the summons and a copy of the Complaint.

11. Defendant Kelly Driscoll was personally served on or around December 10, 2018, with the summons and copy of the Complaint.

12. Defendant Syndey Marzeotti and her spouse were served on November 29, 2018, with the summons and a copy of the Complaint.

13. Goodwin Procter was retained to represent State Street, Kelly Driscoll, and the Marzeottis (collectively, “State Street Defendants”) in this matter and was authorized by each of the State Street Defendants to accept service of the summons and Complaint. Counsel for State Street Defendants contacted Plaintiff’s counsel and requested an extension of the time to answer, to move, or otherwise respond to the Complaint in this matter to January 28, 2019.

14. The summons and complaint were served on Defendant Houlihan Lokey was served on November 30, 2018.

15. Defendants Louis and Rosemary Paone (“Paone Defendants”) were personally served with summonses and copies of the Complaint on December 5, 2018.

16. McDermott Will & Emery LLP was retained to represent Houlihan Lokey and the Paone Defendants (collectively “Houlihan Lokey Defendants”) in mid-December. On or around December 13, 2018, counsel for the Houlihan Lokey Defendants contacted Plaintiff’s counsel and requested an extension of the time to answer, to move, or otherwise to respond to the Complaint to January 28, 2019.

17. Defendant Argent Trust Company was served with a summons and copy of the Complaint on November 28, 2018.

18. Argent, by its General Counsel David Williams, contacted Plaintiff’s counsel on or around December 5, 2018, and requested an extension of the time to answer, to move, or otherwise to respond to the Complaint to January 28, 2019, for the purpose of retaining outside counsel. Keating Muething & Klekamp PLL was retained to represent Argent Trust Company.

19. Given the complex nature of this litigation as well as the number of defendants involved, an extension of time is in the interest of efficiency. Potential issues related to service are resolved. In addition, by setting one response date upon which responsive pleadings for a large number of defendants will be filed streamlines the litigation schedule.

20. An extension of the time to answer, move, or otherwise respond to the Complaint is not unreasonable and the January 28, 2019, response date is consistent with the 60-day time period a defendant would have to file a responsive pleading or other paper upon execution of a waiver of service as provided in Rule 4(d)(3), Fed. R. Civ. P.

For the foregoing reasons, Plaintiff, SSR Defendants, State Street Defendants, Reliance Defendants, and the Houlihan Lokey Defendants request that the Court enter an Order as follows:

- a. Extending the time for the SSR Defendants to answer, move, or otherwise respond to the Complaint to January 28, 2019;
- b. Extending the time for the Reliance Defendants to answer, move, or otherwise respond to the Complaint to January 28, 2019;
- c. Extending the time for the State Street Defendants to answer, move, or otherwise respond to the Complaint to January 28, 2019;
- d. Extending the time for the Houlihan Lokey Defendants to answer, move, or otherwise respond to the Complaint to January 28, 2019;
- e. Extending the time for the Argent Trust Company to answer, move, or otherwise respond to the Complaint to January 28, 2019; and
- f. Ordering that each of the Defendants specifically referenced herein and represented by the below-signatory counsel for defendants has by this Stipulation and Order waived any claim relating to service of the summonses herein and waived any defects in such service for all purposes in this litigation.¹

¹ The agreements by counsel to accept of service of process on behalf of their respective clients as identified in the above paragraphs should be construed only as a waiver of any defects in service of process. Defendants reserve the right to raise other arguments related to personal jurisdiction.

Dated this 19th day of December, 2018.

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